

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS INC., et al.,

Debtors.

Bankruptcy Case No. 24-11967 (JKS)
(Jointly Administered)

PEAK LIVING, INC., et al.,

Appellants,

v.

BIG LOTS INC., et al.,

Appellee.

Civil Action No. 1:25-cv-72-GBW

**APPELLANTS' DESIGNATION OF ITEMS TO BE INCLUDED IN THE
RECORD ON APPEAL AND STATEMENT OF THE ISSUES**

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure, Administrative Claimants-Appellants Peak Living, Inc., Delta Furniture Manufacturing, LLC, and Independent Furniture Supply Co., Inc. (collectively, the “Appellants”), by and through their undersigned counsel, hereby submit this statement of issues and designations of items to be included in Appellants’ appeal of (i) the Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [Bankr. D.I. 1556] (the “Sale Order”) and (ii) the Order Shortening Notice of Motion of Debtors for Entry of An Order (I) Approving Sale of Debtors’ Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter Into and Perform Under the GBRP APA, (III) Authorizing Assumption and

Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [Bankr. D.I. 1449] entered on December 27, 2024 (the “Order Shortening Time”), including, without limitation, any and all orders, judgments, decrees, decisions, rulings, and opinions that may subsequently be entered regarding the Sale Order or the Order Shortening Time.

DESIGNATION OF THE RECORD ON APPEAL¹

The Appellants designate the following items to be included in the record on appeal:

Big Lots Inc., et al. Case No. 24-11967 (Bankr. D. Del) (JKS)			
Item No.	Filing Date	Docket No.	Pleading
1	December 27, 2024	1437	Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief together with all exhibits
2	December 27, 2024	1442	Motion to Shorten Notice of Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
3	December 27, 2024	1449	Order Shortening Notice of Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
4	December 27, 2024	1454	Amended Notice of Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors' Assets

¹ Items designated include all exhibits and submissions attached thereto and, as to hearing transcripts, all documents admitted into evidence.

			Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter Into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
5	December 27, 2024	1455	Amended Notice of Agenda of Matters Scheduled for Hearing
6	December 29, 2024	1467	Objection to Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter Into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
7	December 29, 2024	1471	Affidavit/Declaration of Mailing of Moheen Ahmad Regarding Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief, Motion to Shorten Notice of Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief, Order Shortening Notice of Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter Into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief, Amended Notice of Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter Into and Perform Under the GBRP APA, (III) Authorizing

			Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief, and Amended Notice of Agenda for Status Conference Scheduled for December 30, 2024, at 11:00 a.m. (ET)
	December 30, 2024	1473	Joint Objection of the Texas Taxing Authorities to the Debtors' Motion for Entry of an Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter into and perform under the GBRP APA, (III) Authorizing Assumption and Assignment of executory contracts and unexpired leases, and (IV) granting related relief
8	December 30, 2024	1474	Objection And Reservation Of Rights Of WPG Legacy, LLC To The Motion For Entry Of An Order (I) Approving Sale Of Debtors' Assets Free And Clear Of Liens, Claims, Interests, And Encumbrances, (II) Authorizing The Debtors To Enter Into And Perform Under The GBRP APA, (III) Authorizing Assumption And Assignment Of Executory Contracts And Unexpired Leases, And (IV) Granting Related Relief
9	December 30, 2024	1479	Notice of Revised Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors' Assets Free and Clear of all Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
10	December 30, 2024	1480	Renewed Objection And Reservation Of Rights Of WPG Management Associates, Inc. To The Proposed Sale Transaction With Gordon Brothers Retail Partners, LLC And Other Designated Buyers
11	December 30, 2024	1482	Amended Notice of Agenda of Matters Scheduled for Hearing
12	December 30, 2024	1483	Limited Objection And Reservation Of Rights Of Tempur Sealy International, Inc. To Motion Of Debtors For Entry Of An Order (I) Approving Sale Of Debtors Assets Free And Clear Of Liens, Claims, Interests, And Encumbrances, (II) Authorizing The Debtors To Enter Into And

			Perform Under The GBRP APA, (III) Authorizing Assumption And Assignment Of Executory Contracts And Unexpired Leases, And (IV) Granting Related Relief
13	December 30, 2024	1484	Joinder Of Ramsey Pike, LLC To Objection And Reservation Of Rights Of WPG Legacy, LLC To The Motion For Entry Of An Order (I) Approving Sale Of Debtors' Assets Free And Clear Of Liens, Claims, Interests, And Encumbrances, (II) Authorizing The Debtors To Enter Into And Perform Under The GBRP APA, (III) Authorizing Assumption And Assignment Of Executory Contracts And Unexpired Leases, And (IV) Granting Related Relief
14	December 30, 2024	1485	Joinder Of Banckentucky, Inc. To Objection And Reservation Of Rights Of WPG Legacy, LLC To The Motion For Entry Of An Order (I) Approving Sale Of Debtors' Assets Free And Clear Of Liens, Claims, Interests, And Encumbrances, (II) Authorizing The Debtors To Enter Into And Perform Under The GBRP APA, (III) Authorizing Assumption And Assignment Of Executory Contracts And Unexpired Leases, And (IV) Granting Related Relief
15	December 30, 2024	1489	Limited Objection and Reservation of Rights of Milelli Realty-Lehigh Street, LLC to Motion of Debtors for Entry of An Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (II) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
16	December 30, 2024	1490	Objection of Certain Utility Companies to the Motion of Debtors For Entry of an Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors To Enter Into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
17	December 30, 2024	1497	Notice of Deposition of Kent Percy in Connection with the Debtors' GBRP Sale Motion
18	December 30, 2024	1500	Notice of Agenda of Matters Scheduled for Hearing

19	December 30, 2024	1552	Transcript of the Hearing Held December 30, 2024 together with all exhibits admitted at the hearing
20	December 30, 2024	54	Transcript of the December 30, 2024 Deposition of Kent Percy together with all exhibits introduced at the deposition
21	December 31, 2024	1501	Hearing Held/Court Sign-In Sheet
22	December 31, 2024	1504	Limited Objection to the Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
23	December 31, 2024	1505	Joinder of RESPAWN to Meta Platforms, Inc. Limited Objection to Motion of Debtors for Entry of an Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter Into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
24	December 31, 2024	1554	Transcript of the Hearing Held December 31, 2024 together with all exhibits admitted at the hearing
25	January 1, 2025	1532	Notice of Hybrid Hearing will be held at US Bankruptcy Court, 824 Market St., 5th Fl., Courtroom #6, Wilmington, Delaware
26	January 2, 2025	1533	Notice of Further Revised Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
27	January 2, 2025	1534	Notice of Agenda of Matters Scheduled for Hearing
28	January 2, 2025	1535	Hearing Held/Court Sign-In Sheet
29	January 2, 2025	1536	Notice of Revised Asset Purchase Agreement

30	January 2, 2025	1633	Transcript of the Hearing Held January 2, 2025 together with all exhibits admitted at the hearing
31	January 2, 2025	1541	Court Date & Time (pdf with audio of hearing)
32	January 2, 2025	1553	Certification of Counsel Regarding the Revised Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
33	January 2, 2025	1555	Supplemental Certification of Counsel Regarding the Revised Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
34	January 2, 2025	1556	Order (I) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Authorizing the Debtors to Enter into and Perform Under the GBRP APA, (III) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief
35	September 9, 2024	3	Affidavit/Declaration in Support of First Day Motion Declaration of Jonathan Ramsden as Chief Financial and Administrative Officer of the Debtors in Support of the Debtors' Chapter 11 Proceedings and First Day Pleadings
36	September 9, 2024	11	Motion Regarding Chapter 11 First Day Motions Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors To Pay Prepetition Critical Vendor Claims, Foreign Vendor Claims, and 503(b)(9) Claims in the Ordinary Course of Business, (II) Granting Administrative Expense Status to Debtors Undisputed Obligations to Vendors Arising From Post-Petition Delivery of Goods Ordered

			Prepetition and Authorizing Debtors To Pay Those Obligations in the Ordinary Course of Business, (III) Authorizing Debtors To Return Goods, (IV) Authorizing Debtors To Pay Certain Prepetition Claims of Lien Claimants, and (V) Authorizing Financial Institutions To Honor and Process Related Checks and Transfers
37	September 9, 2024	16	Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors To Assume the Services Agreement, (II) Authorizing Store Closing Sales and Approving Related Procedures, and (III) Granting Related Relief
38	September 9, 2024	18	Motion of Debtors for Entry of Orders (I) (A) Approving Bidding Procedures for Sale of Debtors Assets, (B) Approving the Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing To Approve, Sale of Debtors Assets, (D) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, and (E) Approving Assumption and Assignment Procedures, (II) (A) Approving Sale of Debtors Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief
39	September 9, 2024	19	Motion to Approve Debtor In Possession Financing Filed By Big Lots, Inc.
40	September 9, 2024	20	[REDACTED] Motion to Approve Debtors in Possession Financing
41	September 9, 2024	21	Debtors' Motion for Entry of an Order Authorizing the Filing Under Seal of the Commercial Information in the Debtor in Possession Financing Facilities
42	September 9, 2024	69	[SEALED] Notice of Filing of Fee Letters Related To Motion of Debtors for Entry of Interim and Final Orders, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507, And 552, (I) Authorizing the Debtors To (A) Obtain Senior Secured Superpriority Post-Petition Financing And (B) Use Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Providing Adequate Protection To Prepetition Secured Parties, (IV) Scheduling A Final Hearing, and (V) Granting Related Relief
43	September 9, 2024	71	[REDACTED] Notice of Filing of Fee Letters Related To Motion of Debtors For Entry of Interim

			and Final Orders, Pursuant To 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507, and 552, (I) Authorizing the Debtors To (A) Obtain Senior Secured Superpriority Post-Petition Financing and (B) Use Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Providing Adequate Protection To Prepetition Secured Parties, (IV) Scheduling A Final Hearing, and (V) Granting Related Relief
44	September 10, 2024	77	Notice of Filing of Amended Declaration of Jonathan Ramsden as Chief Financial and Administrative Officer of the Debtors in Support of the Debtors' Chapter 11 Proceedings and First Day Pleadings
45	September 10, 2024	78	Notice of Filing of Revised Proposed Interim Order (I) Authorizing Debtors To Assume the Services Agreement, (II) Authorizing Store Closing Sales and Approving Related Procedures, and (III) Granting Related Relief
46	September 10, 2024	80	Notice of Filing of Proposed Interim Order, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507, and 552 (I) Authorizing the Debtors to (A) Obtain Senior Secured Superpriority Post-Petition Financing and (B) Use Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Providing Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief
47	September 10, 2024	106	Interim Order (I) Authorizing Debtors To Pay Prepetition Critical Vendor Claims, Foreign Vendor Claims, and 503(b)(9) Claims in the Ordinary Course of Business, (II) Granting Administrative Expense Status to Debtors Undisputed Obligations to Vendors Arising From Post-Petition Delivery of Goods Ordered Prepetition and Authorizing Debtors To Pay Those Obligations in the Ordinary Course of Business, (III) Authorizing Debtors To Return Goods, (IV) Authorizing Debtors To Pay Certain Prepetition Claims of Lien Claimants, and (V) Authorizing Financial Institutions To Honor and Process Related Checks and Transfers
48	September 10, 2024	107	Order Authorizing The Filing Under Seal Of The DIP Fees In The Debtor In Possession Financing Facilities

49	September 10, 2024	108	Certification of Counsel Regarding Interim Order, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507, and 552 (I) Authorizing the Debtors to (A) Obtain Senior Secured Superpriority Post-Petition Financing and (B) Use Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Providing Adequate Protection to Prepetition Secured Parties, (IV)Scheduling a Final Hearing, and (V) Granting Related Relief
50	September 10, 2024	114	Interim Order Under Bankruptcy Code Sections 105, 361, 362, 363, 364, 503, 506, 507, And 552, And Bankruptcy Rules 2002, 4001, 6003, 6004, And 9014 (I) Authorizing Debtors To (A) Obtain Postpetition Financing And (B) Use Cash Collateral, (II) Granting (A) Liens And Providing Superpriority Administrative Expense Status And (B) Adequate Protection To Prepetition Secured Creditors, (III) Modifying Automatic Stay, (IV) Scheduling A Final Hearing, And (V) Granting Related Relief
51	September 11, 2024	124	Certification of Counsel Regarding Interim Order (I) Authorizing Debtors to Assume the Services Agreement, (II) Authorizing Store Closing Sales and Approving Related Procedures, and (III) Granting Related Relief
52	September 11, 2024	134	Interim Order (I) Authorizing Debtors to Assume the Services Agreement, (II) Authorizing Store Closing Sales and Approving Related Procedures, and (III) Granting Related Relief
53	September 12, 2024	138	Transcript regarding Hearing Held 9/10/2024
54	September 12, 2024	151	Notice of (A) Bid Deadline, (B) Sale Hearing, and (C) Potential Assumption and Assignment of Certain Unexpired Leases
55	September 17, 2024	197	Declaration of Adam Rifkin in Support of Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Debtors' Assets, (B) Approving the Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, and (E) Approving Assumption and Assignment Procedures, (II)(A) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Authorizing

			Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief
56	September 17, 2024	198	Notice of Filing of Exhibits Related to Motion of Debtors for Entry of Orders (I) (A) Approving Bidding Procedures for Sale of Debtors' Assets, (B) Approving the Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, and (E) Approving Assumption and Assignment Procedures, (II) (A) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief
57	September 18, 2024	205	Application/Motion to Employ/Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors
58	September 18, 2024	206	Application/Motion to Employ/Retain AlixPartners, LLP as Financial Advisor for the Debtors
59	September 18, 2024	207	Application/Motion to Employ/Retain A&G Realty Partners, LLC as Real Estate Consultant and Advisor
60	September 18, 2024	210	Application/Motion to Employ/Retain Guggenheim Securities, LLC as Investment Banker for the Debtors and Debtors-in-Possession
61	September 22, 2024	240	Motion to Extend Deadline to File Schedules or Provide Required Information
62	September 23, 2024	248	Notice of Appointment of Creditors' Committee
63	September 24, 2024	257	Declaration of Joseph Malfitano in Support of Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors To Assume the Services Agreement, (II) Authorizing Store Closing Sales and Approving Related Procedures, and (III) Granting Related Relief
64	September 24, 2024	258	Declaration of Eric W. Kaup in Support of Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors To Assume the Services Agreement, (II) Authorizing Store Closing Sales and Approving Related Procedures, and (III) Granting Related Relief
65	September 24, 2024	259	Declaration of Mark P. Naughton in Support of Motion of Debtors for Entry of Interim and Final

			Orders (I) Authorizing Debtors To Assume the Services Agreement, (II) Authorizing Store Closing Sales and Approving Related Procedures, and (III) Granting Related Relief
66	September 25, 2024	269	Notice of Meeting of Creditors/Commencement of Case Filed by Big Lots, Inc.. 341(a) meeting to be held on 10/16/2024 at 10:00 AM
67	September 25, 2024	287	Motion of the Debtors for Entry of an Order (I) Approving (A) the Procedures for the Sale of Certain of the Debtors De Minimis Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (B) the Form and Manner of Notice of De Minimis Asset Sales, and (II) Granting Related Relief
68	September 25, 2024	289	Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Filed by Big Lots, Inc..
69	September 26, 2024	321	Motion of Debtors for Entry of an Order Approving Procedures for the Retention and Compensation of Ordinary Course Professionals Nunc Pro Tunc to the Petition Date
70	October 8, 2024	445	Certification of Counsel Regarding Final Order (I) Authorizing Debtors to Pay Prepetition Critical Vendor Claims, Foreign Vendor Claims, and 503(b)(9) Claims in the Ordinary Course of Business, (II) Granting Administrative Expense Status to Debtors Undisputed Obligations to Vendors Arising from Post-Petition Delivery of Goods Ordered Prepetition and Authorizing Debtors to Pay those Obligations in the Ordinary Course of Business, (III) Authorizing Debtors to Return Goods, (IV) Authorizing Debtors to Pay Certain Prepetition Claims of Lien Claimants, and (V) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers
71	October 9, 2024	463	Final Order (I) Authorizing Debtors To Pay Prepetition Critical Vendor Claims, Foreign Vendor Claims, and 503(b)(9) Claims in the Ordinary Course of Business, (II) Granting Administrative Expense Status to Debtors Undisputed Obligations to Vendors Arising From Post-Petition Delivery of Goods Ordered Prepetition and Authorizing Debtors To Pay Those Obligations in the Ordinary Course of Business, (III) Authorizing Debtors To Return Goods, (IV) Authorizing Debtors To Pay Certain Prepetition

			Claims of Lien Claimants, and (V) Authorizing Financial Institutions To Honor and Process Related Checks and Transfers
72	October 10, 2024	470	Order (I) Approving (A) The Procedures for the Sale of Certain of the Debtors' De Minimis Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (B) The Form and Manner of Notice of De Minimis Asset Sales, and (II) Granting Related Relief
73	October 11, 2024	480	Transcript regarding Hearing Held 10/9/2024 RE: Second Day Motions
74	October 15, 2024	495	Notice of Filing of Revised Exhibits To Motion of Debtors for Entry of Orders (I) (A) Approving Bidding Procedures for Sale of Debtors Assets, (B) Approving the Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing To Approve, Sale of Debtors Assets, (D) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, and (E) Approving Assumption and Assignment Procedures, (II) (A) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief
75	October 17, 2024	519	Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals
76	October 17, 2024	522	Supplemental Declaration of Stuart Erickson in Support of Debtors' Application for Entry of an Order, Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Guggenheim Securities, LLC as Investment Banker for the Debtors and Debtors-in-Possession, Effective as of the Petition Date, and <u>Modifying Certain Time-Keeping Requirements</u>
77	October 17, 2024	542	Order Extending Time to File (I) Schedules of Assets and Liabilities, (II) Schedules of Current Income and Expenditures, (III) Schedules of Executory Contracts and Unexpired Leases, and (IV) Statements of Financial Affairs
78	October 18, 2024	548	Order Approving Procedures for the Retention and Compensation of Ordinary Course Professionals
79	October 18, 2024	549	Order (A) Authorizing the Debtors to Retain A&G Realty Partners, LLC as a Real Estate Consultant and Advisor to the Debtors Effective as of the

			Petition Date and (B) Waiving Certain Reporting Requirements
80	October 18, 2024	550	Order, Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Guggenheim Securities, LLC as Investment Banker for the Debtors and Debtors-In-Possession, Effective as of the Petition Date, and Modifying Certain Time-Keeping Requirements
81	October 18, 2024	552	Application/Motion to Employ/Retain McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors, Effective September 24, 2024
82	October 18, 2024	553	Application/Motion to Employ/Retain Cole Schotz P.C. as Delaware Counsel to the Official Committee of Unsecured Creditors Effective as of September 24, 2024
83	October 18, 2024	554	Application/Motion to Employ/Retain FTI Consulting, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of September 25, 2024
84	October 20, 2024	556	Notice of Filing of Proposed Final Order Under Bankruptcy Code Sections 105, 361, 362, 363, 364, 503, 506, 507, and 552, and Bankruptcy Rules 2002, 4001, 6003, 6004, and 9014 (I) Authorizing Debtors to (A) Obtain Postpetition Financing and (B) use Cash Collateral, (II) Granting (A) Liens and Providing Superpriority Administrative Expense Status and (B) Adequate Protection to Prepetition Secured Creditors, (III) Modifying Automatic Stay, and (IV) Granting Related Relief
85	October 20, 2024	557	Notice of Filing of Revised Proposed Final Order (I) Authorizing Debtors to Assume the Services Agreement, (II) Authorizing Store Closing Sales and Approving Related Procedures, and (III) Granting Related Relief
86	October 20, 2024	558	Notice of Filing of (I) Revised Proposed Bidding Procedures Order and (II) Proposed Stalking Horse Sale Order
87	October 21, 2024	565	Supplemental Declaration of Brian M. Resnick in Support of the Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date
88	October 21, 2024	572	AS MODIFIED Order Authorizing Debtors to Employ and Retain AlixPartners, LLP as Their Financial Advisor Effective as of the Petition Date

89	October 21, 2024	573	Supplemental Declaration of Kent Percy of AlixPartners, LLP
90	October 21, 2024	576	Final Order (I) Authorizing Debtors to Assume the Consulting Agreement, (II) Authorizing Store Closing Sales and Approving Related Procedures, and (III) Granting Related Relief
91	October 21, 2024	577	Order Approving Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date
92	October 22, 2024	584	Final Order Under Bankruptcy Code Sections 105, 361, 362, 363, 364, 503, 506, 507, and 552, and Bankruptcy Rules 2002, 4001, 6003, 6004, and 9014 (I) Authorizing Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting (A) Liens and Providing Superpriority Administrative Expense Status and (B) Adequate Protection to Prepetition Secured Creditors, (III) Modifying Automatic Stay, and (IV) Granting Related Relief
93	October 22, 2024	587	Order Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Bankruptcy Co-Counsel for the Debtors Nun Pro Tunc to the Petition Date
94	October 23, 2024	590	Transcript regarding Hearing Held 10/21/2024
95	October 25, 2024	612	Order (I) Approving Bidding Procedures for Sale of Debtors' Assets, (II) Approving the Stalking Horse Bid Protections, (III) Scheduling Auction for, and Hearing to Approve, Sale of Debtors' Assets, (IV) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, (V) Approving Assumption and Assignment Procedures, and (VI) Granting Related Relief
96	October 28, 2024	627	Supplemental Declaration of Robert J. Dehney, Sr. in Further Support of the Debtors' Application Pursuant to 11 U.S.C. §§ 327(a), 328(a), and 1107(b); Fed. R. Bankr. P. 2014 and 2016; and Del. Bankr. L.R. 2016-1 for Entry of an Order Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Co-Counsel for the Debtors, Nunc Pro Tunc to the Petition Date
97	October 31, 2024	685	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, , Sum of Assets and Liabilities [Case No. 24-11967]

98	October 31, 2024	686	Schedules/Statements filed: Stmt of Financial Affairs [Case No. 24-11967]
99	October 31, 2024	687	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11966
100	October 31, 2024	688	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11966
101	October 31, 2024	690	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11968
102	October 31, 2024	691	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11966
103	October 31, 2024	692	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11969
104	October 31, 2024	693	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11969
105	October 31, 2024	694	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11970
106	October 31, 2024	695	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11970
107	October 31, 2024	697	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11971
108	October 31, 2024	698	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11971
109	October 31, 2024	699	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11972
110	October 31, 2024	700	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11972
111	October 31, 2024	701	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11973
112	October 31, 2024	702	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11973
113	October 31, 2024	703	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11974
114	October 31, 2024	704	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11974
115	October 31, 2024	705	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11975

116	October 31, 2024	706	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11975
117	October 31, 2024	707	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11976
118	October 31, 2024	708	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11976
119	October 31, 2024	709	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11977
120	October 31, 2024	710	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11977
121	October 31, 2024	711	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11978
122	October 31, 2024	712	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11978
123	October 31, 2024	713	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11979
124	October 31, 2024	714	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11979
125	October 31, 2024	715	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11980
126	October 31, 2024	716	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11980
127	October 31, 2024	717	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11981
128	October 31, 2024	718	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11981
129	October 31, 2024	719	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11982
130	October 31, 2024	720	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11982
131	October 31, 2024	721	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11983
132	October 31, 2024	722	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11983
133	October 31, 2024	723	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11984

134	October 31, 2024	724	Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11984
135	October 31, 2024	725	Chapter 11 Monthly Operating Report [for Case No. 24-11967] for the Month Ending 9/28/2024
136	October 31, 2024	727	Chapter 11 Monthly Operating Report for Case No. 24-11981 for the Month Ending 9/28/2024
137	October 31, 2024	728	Chapter 11 Monthly Operating Report for Case No. 24-11980 for the Month Ending 9/28/2024
138	October 31, 2024	730	Chapter 11 Monthly Operating Report for Case No. 24-11984 for the Month Ending 9/28/2024
139	October 31, 2024	731	Chapter 11 Monthly Operating Report for Case No. 24-11969 for the Month Ending 9/28/2024
140	October 31, 2024	732	Chapter 11 Monthly Operating Report for Case No. 24-11976 for the Month Ending 9/28/2024
141	October 31, 2024	733	Chapter 11 Monthly Operating Report for Case No. 24-11970 for the Month Ending 9/28/2024
142	October 31, 2024	734	Chapter 11 Monthly Operating Report for Case No. 24-11973 for the Month Ending 9/28/2024
143	October 31, 2024	735	Chapter 11 Monthly Operating Report for Case No. 24-11973 for the Month Ending 9/28/2024
144	October 31, 2024	736	Chapter 11 Monthly Operating Report for Case No. 24-11972 for the Month Ending 9/28/2024
145	October 31, 2024	737	Chapter 11 Monthly Operating Report for Case No. 24-11971 for the Month Ending 9/28/2024
146	October 31, 2024	738	Chapter 11 Monthly Operating Report for Case No. 24-11978 for the Month Ending 9/28/2024
147	October 31, 2024	739	Chapter 11 Monthly Operating Report for Case No. 24-11968 for the Month Ending 9/28/2024
148	October 31, 2024	740	Chapter 11 Monthly Operating Report for Case No. 24-11974 for the Month Ending 9/28/2024
149	October 31, 2024	742	Chapter 11 Monthly Operating Report for Case No. 24-11975 for the Month Ending 9/28/2024
150	October 31, 2024	743	Chapter 11 Monthly Operating Report for Case No. 24-11977 for the Month Ending 9/28/2024
151	October 31, 2024	744	Chapter 11 Monthly Operating Report for Case No. 24-11966 for the Month Ending 9/28/2024
152	October 31, 2024	745	Chapter 11 Monthly Operating Report for Case No. 24-11983 for the Month Ending 9/28/2024
153	October 31, 2024	746	Chapter 11 Monthly Operating Report for Case No. 24-11982 for the Month Ending 9/28/2024
154	October 31, 2024	747	Chapter 11 Monthly Operating Report for Case No. 24-11979 for the Month Ending 9/28/2024
155	October 31, 2024	749	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, , Sum of Assets and Liabilities [Case No. 24-11967]

156	October 31, 2024	750	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11966
157	October 31, 2024	751	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11968
158	October 31, 2024	752	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs [Case No. 24-11967]
159	October 31, 2024	753	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11969
160	October 31, 2024	754	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11970
161	October 31, 2024	755	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11971
162	October 31, 2024	756	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11966
163	October 31, 2024	757	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11972
164	October 31, 2024	758	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11969
165	October 31, 2024	759	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11973
166	October 31, 2024	760	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11970
167	October 31, 2024	761	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11974
168	October 31, 2024	762	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11975
169	October 31, 2024	763	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11971
170	October 31, 2024	764	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11976
171	October 31, 2024	765	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11972
172	October 31, 2024	766	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11977

173	October 31, 2024	767	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11978
174	October 31, 2024	768	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11973
175	October 31, 2024	769	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11979
176	October 31, 2024	770	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11974
177	October 31, 2024	771	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11980
178	October 31, 2024	772	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11975
179	October 31, 2024	773	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11981
180	October 31, 2024	774	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11982
181	October 31, 2024	775	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11976
182	October 31, 2024	776	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11983
183	October 31, 2024	777	[SEALED] Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, Sum of Assets and Liabilities Case No. 24-11984
184	October 31, 2024	778	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11977
185	October 31, 2024	779	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11978
186	October 31, 2024	780	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11979
187	October 31, 2024	781	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11980
188	October 31, 2024	782	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11981
189	October 31, 2024	784	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11982
190	October 31, 2024	785	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11983
191	October 31, 2024	786	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11984

192	October 31, 2024	787	[SEALED] Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11968
193	November 4, 2024	870	Blue Owl Capital LLC's Emergency Motion to Extend Challenge Period and Remove Blanket "Professional Eyes Only" Designation from Productions or, in the Alternative, Appoint an Examiner
194	November 4, 2024	871	Motion of Blue Owl Capital LLC to Shorten Notice of its Emergency Motion to Extend Challenge Period
195	November 4, 2024	882	Order Shortening Notice of Blue Owl Capital LLC's Emergency Motion to Extend Challenge Period
196	November 5, 2024	897	Transcript regarding Hearing Held 10/31/2024
197	November 5, 2024	903	PNC Bank, N.A.'s Response to Blue Owl Capital LLC's Emergency Motion to Extend Challenge Period and Remove Blanket "Professional Eyes Only" Designation from Productions or, in the Alternative, Appoint an Examiner
198	November 5, 2024	904	Response of 1903P Loan Agent, LLC to Blue Owl Capital LLC's Emergency Motion to Extend Challenge Period and Remove Blanket "Professional Eyes Only" Designation from Productions or, in the Alternative, Appoint an Examiner
199	November 5, 2024	905	Debtors' Objection to Blue Owl Capital LLC's Emergency Motion to Extend Challenge Period and Remove Blanket "Professional Eyes Only" Designation from Productions or, in the Alternative, Appoint an Examiner
200	November 5, 2024	906	Declaration of James I. McClammy in Support of Debtors' Objection to Blue Owl Capital LLC's Emergency Motion to Extend Challenge Period and Remove Blanket "Professional Eyes Only" Designation from Productions or, in the Alternative, Appoint an Examiner
201	November 5, 2024	917	Amended Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11967
202	November 5, 2024	918	Amended Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11981
203	November 5, 2024	919	Amended Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11973
204	November 5, 2024	920	Amended Schedules/Statements filed: Stmt of Financial Affairs Case No. 24-11970

205	November 8, 2024	1042	Transcript regarding Hearing Held 11/5/2024 RE: Emergency Motion to Extend Challenge Period, together with all exhibits admitted at the hearing
206	November 8, 2024	1044	Certification of Counsel Regarding Blue Owl Capital LLC's Emergency Motion to Extend Challenge Period and Remove Blanket "Professional Eyes Only" Designation from Productions or, in the Alternative, Appoint an Examiner
207	November 8, 2024	1052	Order Extending Challenge Period
208	November 18, 2024	1146	Debtors' Omnibus Reply to Objections to the Proposed Sale of Substantially All of the Debtors' Assets
209	November 18, 2024	1151	Emergency Motion of the Official Committee of Unsecured Creditors for an Order Further Extending the Challenge Deadline
210	November 18, 2024	1152	Blue Owl Capital LLC's Second Motion to Extend Challenge Period
211	November 18, 2024	1153	Notice of Filing of Proposed Sale Order
212	November 19, 2024	1154	Supplemental Limited Objection of the Official Committee of Unsecured Creditors to Proposed Sale of Substantially all of the Debtors' Assets
213	November 19, 2024	1171	Motion of the Official Committee of Unsecured Creditors to Shorten Notice and Schedule Expedited Hearing on Emergency Motion of the Official Committee of Unsecured Creditors for an Order Further Extending the Challenge Deadline
214	November 19, 2024	1172	Joinder of Blue Owl Real Estate Capital LLC to Motion of the Official Committee of Unsecured Creditors to Shorten Notice and Schedule Expedited Hearing on Emergency Motion of the Official Committee of Unsecured Creditors for an Order Further Extending the Challenge Deadline
215	November 19, 2024	1177	1903P Loan Agent, LLC's Reply to Objections of Official Committee of Unsecured Creditors ad Blue Owl Real Estate Capital LLC to Sale
216	November 20, 2024	1191	PNC Bank, National Association's Response to (I) Supplemental Limited Objection of the Official Committee of Unsecured Creditors to Proposed Sale of Substantially all of the Debtors' Assets, (II) Emergency Motion of the Official Committee of Unsecured Creditors for an Order Further Extending the Challenge Deadline; and (III) Blue

			Owl Capital, LLC's Second Motion to Extend the Challenge Period
217	November 20, 2024	1193	Debtors' Response to (A) Emergency Motions to Extend the Challenge Deadline; (B) Supplemental Limited Objection of the Official Committee of Unsecured Creditors to Proposed Sale of Substantially all of the Debtors' Assets, and (C) Motion of the Official Committee of Unsecured Creditors to Shorten Notice and Schedule Expedited Hearing
218	November 20, 2024	1196	[SEALED] Declaration of Adam L. Shpeen in Support of Debtors' Response to (A) Emergency Motions to Extend the Challenge Deadline, (B) Supplemental Limited Objection of the Official Committee of Unsecured Creditors to Proposed Sale of Substantially All of the Debtors' Assets, and (C) Motion of the Official Committee of Unsecured Creditors to Shorten Notice and Schedule Expedited Hearing
219	November 20, 2024	1208	1903P Loan Agent, LLC's Objection and Joinder to Debtors' Response with Respect to Emergency Motions to Extend the Challenge Deadline
210	November 22, 2024	1232	Order (I) Approving The Asset Purchase Agreement, (II) Authorizing And Approving The Sale Of Certain Of The Debtors Assets Free And Clear Of All Claims, Liens, Rights, Interests, Encumbrances, And Other Assumed Liabilities And Permitted Encumbrances, (III) Authorizing And Approving The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, And (IV) Granting Related Relief
211	November 25, 2024	1241	Certification of Counsel Regarding Order Denying (I) Emergency Motion of the Official Committee of Unsecured Creditors for an Order Further Extending the Challenge Deadline and (II) Blue Owl Real Estate Capital LLC's Second Motion to Extend Challenge Period
212	November 25, 2025	1243	Order Denying (I) Emergency Motion of the Official Committee of Unsecured Creditors for an Order Further Extending the Challenge Deadline and (II) Blue Owl Real Estate Capital LLC's Second Motion to Extend Challenge Period
213	November 29, 2024	1265	Chapter 11 Monthly Operating Report [for Case No. 24-11967] for the Month Ending 11/02/2024
214	November 29, 2024	1266	Chapter 11 Monthly Operating Report for Case No. 24-11981 for the Month Ending 11/02/2024

215	November 29, 2024	1267	Chapter 11 Monthly Operating Report for Case No. 24-11984 for the Month Ending 11/02/2024
216	November 29, 2024	1268	Chapter 11 Monthly Operating Report for Case No. 24-11984 for the Month Ending 11/02/2024
217	November 29, 2024	1269	Chapter 11 Monthly Operating Report for Case No. 24-11969 for the Month Ending 11/02/2024
218	November 29, 2024	1270	Chapter 11 Monthly Operating Report for Case No. 24-11976 for the Month Ending 11/02/2024
219	November 29, 2024	1271	Chapter 11 Monthly Operating Report for Case No. 24-11970 for the Month Ending 11/02/2024
220	November 29, 2024	1272	Chapter 11 Monthly Operating Report for Case No. 24-11970 for the Month Ending 11/02/2024
221	November 29, 2024	1273	Chapter 11 Monthly Operating Report for Case No. 24-11972 for the Month Ending 11/02/2024
222	November 29, 2024	1274	Chapter 11 Monthly Operating Report for Case No. 24-11971 for the Month Ending 11/02/2024
223	November 29, 2024	1275	Chapter 11 Monthly Operating Report for Case No. 24-11978 for the Month Ending 11/02/2024
224	November 29, 2024	1276	Chapter 11 Monthly Operating Report for Case No. 24-11968 for the Month Ending 11/02/2024
225	November 29, 2024	1277	Chapter 11 Monthly Operating Report for Case No. 24-11974 for the Month Ending 11/02/2024
226	November 29, 2024	1278	Chapter 11 Monthly Operating Report for Case No. 24-11975 for the Month Ending 11/02/2024
227	November 29, 2024	1279	Chapter 11 Monthly Operating Report for Case No. 24-11977 for the Month Ending 11/02/2024
228	November 29, 2024	1280	Chapter 11 Monthly Operating Report for Case No. 24-11966 for the Month Ending 11/02/2024
229	November 29, 2024	1281	Chapter 11 Monthly Operating Report for Case No. 24-11983 for the Month Ending 11/02/2024
230	November 29, 2024	1282	Chapter 11 Monthly Operating Report for Case No. 24-11982 for the Month Ending 11/02/2024
231	November 29, 2024	1283	Chapter 11 Monthly Operating Report for Case No. 24-11979 for the Month Ending 11/02/2024
232	December 2, 2024	1293	Notice of Filing of Redacted Version of Declaration of Adam L. Shpeen in Support of Debtors' Response to (A) Emergency Motions to Extend the Challenge Deadline, (B) Supplemental Limited Objection of the Official Committee of Unsecured Creditors to Proposed Sale of Substantially All of the Debtors' Assets, and (C) Motion of the Official Committee of Unsecured Creditors to Shorten Notice and Schedule Expedited Hearing
233	December 2, 2024	1294	Debtors' Motion for Entry of an Order Authorizing the Filing under Seal Exhibits Attached to the

			Declaration of Adam L. Shpeen in Support of Debtors' Response to (A) Emergency Motions to Extend the Challenge Deadline, (B) Supplemental Limited Objection of the Official Committee of Unsecured Creditors to Proposed Sale of Substantially All of the Debtors' Assets, and (C) Motion of the Official Committee of Unsecured Creditors to Shorten Notice and Schedule Expedited Hearing
234	December 13, 2024	1345	Certificate of No Objection Regarding Debtors' Motion for Entry of an Order Authorizing the Filing under Seal Exhibits Attached to the Declaration of Adam L. Shpeen in Support of Debtors' Response to (A) Emergency Motions to Extend the Challenge Deadline, (B) Supplemental Limited Objection of the Official Committee of Unsecured Creditors to Proposed Sale of Substantially All of the Debtors' Assets, and (C) Motion of the Official Committee of Unsecured Creditors to Shorten Notice and Schedule Expedited Hearing
235	December 13, 2024	1349	Order Authorizing the Filing under Seal Exhibits Attached to the Declaration of Adam L. Shpeen in Support of Debtors' Response to (A) Emergency Motions to Extend the Challenge Deadline, (B) Supplemental Limited Objection of the Official Committee of Unsecured Creditors to Proposed Sale of Substantially All of the Debtors' Assets, and (C) Motion of the Official Committee of Unsecured Creditors to Shorten Notice and Schedule Expedited Hearing
236	December 23, 2024	1416	Transcript regarding Hearing Held 12/19/2024 RE: Omnibus Hearing
237	December 31, 2024	1511	Chapter 11 Monthly Operating Report [for Case No. 24-11967] for the Month Ending 11/30/2024
238	December 31, 2024	1512	Chapter 11 Monthly Operating Report for Case No. 24-11981 for the Month Ending 11/30/2024
239	December 31, 2024	1513	Chapter 11 Monthly Operating Report for Case No. 24-11980 for the Month Ending 11/30/2024
240	December 31, 2024	1514	Chapter 11 Monthly Operating Report for Case No. 24-11984 for the Month Ending 11/30/2024
241	December 31, 2024	1515	Chapter 11 Monthly Operating Report for Case No. 24-11969 for the Month Ending 11/30/2024
242	December 31, 2024	1516	Chapter 11 Monthly Operating Report for Case No. 24-11976 for the Month Ending 11/30/2024

243	December 31, 2024	1517	Chapter 11 Monthly Operating Report for Case No. 24-11970 for the Month Ending 11/30/2024
244	December 31, 2024	1518	Chapter 11 Monthly Operating Report for Case No. 24-11973 for the Month Ending 11/30/2024
245	December 31, 2024	1519	Chapter 11 Monthly Operating Report for Case No. 24-11972 for the Month Ending 11/30/2024
246	December 31, 2024	1520	Chapter 11 Monthly Operating Report for Case No. 24-11971 for the Month Ending 11/30/2024
247	December 31, 2024	1521	Chapter 11 Monthly Operating Report for Case No. 24-11978 for the Month Ending 11/30/2024
248	December 31, 2024	1522	Chapter 11 Monthly Operating Report for Case No. 24-11968 for the Month Ending 11/30/2024
249	December 31, 2024	1523	Chapter 11 Monthly Operating Report for Case No. 24-11974 for the Month Ending 11/30/2024
250	December 31, 2024	1524	Chapter 11 Monthly Operating Report for Case No. 24-11975 for the Month Ending 11/30/2024
251	December 31, 2024	1525	Chapter 11 Monthly Operating Report for Case No. 24-11977 for the Month Ending 11/30/2024
252	December 31, 2024	1526	Chapter 11 Monthly Operating Report for Case No. 24-11966 for the Month Ending 11/30/2024
253	December 31, 2024	1527	Chapter 11 Monthly Operating Report for Case No. 24-11983 for the Month Ending 11/30/2024
254	December 31, 2024	1528	Chapter 11 Monthly Operating Report for Case No. 24-11982 for the Month Ending 11/30/2024
255	December 31, 2024	1529	Chapter 11 Monthly Operating Report for Case No. 24-11979 for the Month Ending 11/30/2024

STATEMENT OF THE ISSUES ON APPEAL²

The Appellants hereby state the following as issues on appeal pursuant to Federal Rule of Bankruptcy Procedure 8009(a)(1)(A):

1. Did the Bankruptcy Court err in entering the Order Shortening Time and commencing a hearing on the Sale Motion on less than 4 business hours' notice in violation the due process rights of Appellants, and ruling that due, proper, timely, adequate, and sufficient notice of the Motion, the Sale Hearing, the Sale and the Designation Rights and Designation Rights Procedures, has been provided in accordance with sections 102(1), 363, and 365 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, 9007, 9008, and 9014, to each party entitled to receive such notice?
2. Did the Bankruptcy Court err in entering the Sale Order?
3. Did the Bankruptcy Court err in permitted the APA and the Buyer to dictate the Debtors' payment of certain administrative claims, such that all administrative claims allowable under section 503 of the Bankruptcy Code were not paid *pari passu*, but rather certain administrative claimants were preferred and paid in full while others were not, in violation of the terms of the Bankruptcy Code?
4. Did the Bankruptcy Court err in approving the sale of all claims and causes of action against Buyer to Buyer without a showing of the value of those potential claims and causes of action, nor of the value attributed to the purchase and sale of same in the APA?
5. Did the Bankruptcy Court err by finding that cause existed to waive the 14-day stay provided by Bankruptcy Rule 4001(a), 6004(h), and 6006(d), such that the terms and conditions

² Capitalized terms carry the meaning ascribed to them in the corresponding decision or order from which appealed.

of the Sale Order would be immediately effective and enforceable upon its entry?

6. Did the Bankruptcy Court err in deciding that the APA, including the Agency Agreement, was negotiated, proposed, and entered into by the Debtors and the Buyer without collusion, in good faith, and as the result of arm's-length bargaining positions, was not entered into for the purpose of hindering, delaying, or defrauding creditors, that neither the Debtors nor the Buyer entered into the transactions contemplated by the APA fraudulently for the purpose of statutory and common law fraudulent conveyance, fraudulent transfer claims, or otherwise, that Buyer was a good-faith purchaser, and that the transaction was substantively and procedurally fair to all parties?

7. Did the Bankruptcy Court err in deciding that the Debtors were the sole and lawful owner(s) of, and had clear and marketable title to, the Assets?

8. Did the Bankruptcy Court err in deciding that the disclosures the Debtors made in the Motion and related documents filed with the Court concerning the APA, the Sale, and the Sale Hearing were good, complete, and adequate, and that the Debtors demonstrated compelling circumstances and a good, sufficient, and sound business purpose and justification for the Sale of the Assets outside the ordinary course of business under section 363(b) of the Bankruptcy Code?

9. Did the Bankruptcy Court err in deciding that the Sale constituted a reasonable and sound exercise of the Debtors' business judgment, was in the best interests of the Debtors, their estates, their creditors, and other parties in interest, and should have been approved?

10. Did the Bankruptcy Court err in deciding that transfer of the Assets to Buyer or any Designated Buyer, as applicable, did not subject the Buyer, or any Designated Buyer, as applicable, to any liability with respect to the operation of the Debtors' business before the applicable Closing Date or by reason of such transfer?

Commented [MS1]: I would only keep this one in if we have clients where goods are on the water, or otherwise possibly not transferred to the Debtor.

11. Did the Bankruptcy Court err in deciding that the Sale neither impermissibly restructures the rights of the Debtors' creditors, nor impermissibly dictates the terms of a plan of reorganization of the Debtors and that the Sale does not constitute a sub rosa or de facto plan of reorganization or liquidation?

12. Did the Bankruptcy Court err in deciding that the Debtors demonstrated that the Designation Rights and the Designation Rights Procedures contained in the APA were an exercise of the Debtors' sound business judgment, were in the best interests of the Debtors, their estates, their creditors, and all other parties in interest, and were reasonable and fair, and enhanced the value of the Debtors' estates?

Dated: January 30, 2025
Wilmington, DE

GOLDSTEIN & MCCLINTOCK LLP

/s/ Maria Aprile Sawczuk
Maria Aprile Sawczuk (No. 3320)
501 Silverside Road, Suite 65
Wilmington, DE 19809
Telephone: (302) 444-6710
Email: marias@goldmclaw.com

-and-

PHELPS DUNBAR LLP
Danielle Mashburn-Myrick
101 Dauphin Street, Suite 1000
Mobile, AL 36602
Telephone: (251) 441-8202
Email: Danielle.mashburn-myrick@phelp.com

Attorneys for Appellants/Administrative Claimants